

P96000014386

**DRAKEFORD**  
**DRAKEFORD**  
ACCOUNTANTS  
A PROFESSIONAL ASSOCIATION

Reply to:

Tampa, Fl

February 8, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

FILED  
95 FEB 12 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
800001712588  
-02/12/96--01074--010  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Empco, Inc.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$122.50 to cover filing fees.

After filing, please forward Certificate of Incorporation to the undersigned at the address shown below.

Sincerely,

*Robert L. Singer*  
Robert L. Singer  
Associate

enc.

P.O. Box 22023  
Tampa, FL 33622-2023  
(813) 248-3001  
Fax: (813) 247-4115

2009 North 14th Street  
Suite 410  
Arlington, VA 22201  
(703) 527-2209  
Fax: (703) 522-2930

P.O. Box 4334  
Lancaster, CA 93539-4334  
(805) 946-4142  
Fax: (805) 946-5333

*SAB*  
*2/15/96*

ARTICLES OF INCORPORATION  
OF  
EMPCO, INC.

FILED

96 FEB 12 PM 2:00

The undersigned, for the purpose of forming a corporation, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE  
NAME

The name of the Corporation is Empco, Inc., P.O. Box 22023, Tampa, FL 33622-2023.

ARTICLE TWO  
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE  
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, employee services.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 50,000,000, all of which shall be common shares with a par value of \$.0001.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX  
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, Fl 33605 and the name of the initial registered agent at such address is Walter H.C. Drakeford.

**ARTICLE SEVEN**  
**DIRECTORS/OFFICERS**

The name and address of the President of the Corporation is:  
Michael S. Charles, 2212 E. 4th Avenue, Tampa, FL 33605.

**ARTICLE EIGHT**  
**INCORPORATORS**

The name and address of the incorporator is:

Name	Address
Michael S. Charles	2212 E. 4th Avenue Tampa, Fl 33605

IN WITNESS WHEREOF, I have subscribed my name on this 8th day  
of February, 1996.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On this 8th day of February, 1996 before me, the  
undersigned officer, personally appeared Michael S. Charles,  
known to me, to be the person whose name is subscribed to the  
within instrument, and acknowledged that he executed the same for  
the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official  
seal.

MAX BEN   
NOTARY PUBLIC - STATE OF FLORIDA  
MY COMMISSION EXPIRES AUG 11, 1997  
COMMISSION No. CC-988998  
Notary State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that Empco, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Hillsborough, State of Florida, has named Walter H. C. Drakeford, 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT AND ACCEPTANCE;**

Having been named to accept service of process for the above named Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Walter H. C. Drakeford

**FILED**  
96 FEB 12 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000014386

**DRAKEFORD**  
ACCOUNTANTS  
A PROFESSIONAL ASSOCIATION

FILED  
97 MAY -2 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Reply to:

Tampa, FL

April 29, 1997

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/02/97--01064--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

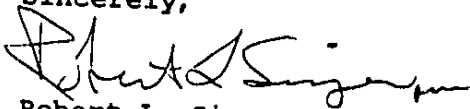
Re: Empco, Inc.

Dear Sir/ Madam:

Enclosed are the Articles of Dissolution for the above referenced client. Also enclosed is a copy for you to return to us after it has been filed.

Your cooperation in this matter is greatly appreciated.

Sincerely,



Robert L. Singer  
Associate

*Voldis*

VS MAY 12 1997

P.O. Box 22023  
Tampa, FL 33622-2023  
(813) 248-3001  
Fax: (813) 247-4115

2009 North 14th Street  
Suite 410  
Arlington, VA 22201  
(703) 527-2299  
Fax: (703) 522-2030

P.O. Box 4534  
Lancaster, CA 93339-4534  
(805) 946-4142  
Fax: (805) 946-5533

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED  
97 MAY -2 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: EMPCO, INC.

SECOND: The articles of incorporation were filed on: 2/12/96

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 29 day of APRIL, 19 97

Signature Michael S. Charles  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

MICHAEL S. CHARLES  
(Typed or printed name)

DIRECTOR  
(Title)